

RECORDATION NO. 13220-P FILED

NOV 21 '03

4-13 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 21, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Collateral Assignment and Security Agreement, dated as of November 20, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Equipment Lease Agreement which was previously filed with the Board under Recordation Number 13220-N.

The names and addresses of the parties to the enclosed document are:

Assignor:	AVF II, L.L.C. Three First National Plaza, Suite 777 Chicago, Illinois 60602
Assignee:	ICX Corporation 2 Summit Park Drive, Suite 300 Cleveland, Ohio 44131

Mr. Vernon A. Williams  
November 21, 2003  
Page 2

A description of the railroad equipment covered by the enclosed document is:

187 Tank railcars bearing HOKX reporting marks and road numbers within the series 8295 - 8485 as more particularly set forth in the equipment schedule attached to the document.

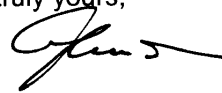
A short summary of the document to appear in the index is:

Memorandum of Collateral Assignment and Security Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT**

Memorandum of Collateral Assignment and Security Agreement made and entered into as of November 20, 2003 by and between AVF II, L.L.C., an Illinois limited liability company ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

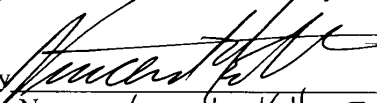
**WITNESSETH:**

The undersigned have entered into that certain Assignment dated as of November 20, 2003 by which Assignor has assigned and granted a lien on its right, title and interest in and to certain railroad equipment and the lease and beneficial interests therein to Assignee as security for a non-recourse loan from Assignee to Assignor. The railroad equipment and lease related thereto are set forth on *Exhibit A* attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

AVF II, L.L.C.

By Residual Based Finance Corporation, member

By   
Name: Vincent Kolber  
Its: President

ICX Corporation

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**MEMORANDUM OF COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT**

Memorandum of Collateral Assignment and Security Agreement made and entered into as of November \_\_, 2003 by and between AVF II, L.L.C., an Illinois limited liability company ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

**WITNESSETH:**

The undersigned have entered into that certain Assignment dated as of November \_\_, 2003 by which Assignor has assigned and granted a lien on its right, title and interest in and to certain railroad equipment and the lease and beneficial interests therein to Assignee as security for a non-recourse loan from Assignee to Assignor. The railroad equipment and lease related thereto are set forth on *Exhibit A* attached hereto.

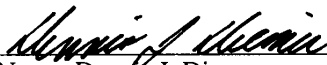
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

AVF II, L.L.C.

By Residual Based Finance Corporation, member

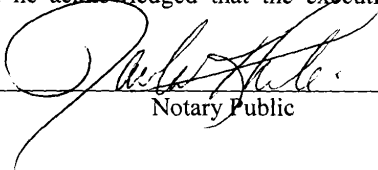
By \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

ICX Corporation

By   
Name: Dennis J. Diemer  
Its: Vice President

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )

On this 20<sup>th</sup> day of November, 2003, before me personally appeared Vincent A. Kolber, to me personally known, who being by me duly sworn, says that he is the President of Residual Based Finance Corporation, a member of AVF II, L.L.C., that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



STATE OF OHIO                    )  
  )  
COUNTY OF CUYAHOGA         )

On this \_\_\_\_\_ day of November, 2003, before me personally appeared Dennis J. Diemer, to me personally known, who being by me duly sworn, says that he is the Vice President of ICX Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

My Commission Expires:

Debra A. Grinn  
Notary Public  
**DEBRA A. GRINN**  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

December 3, 2006

## **Exhibit A**

### **Description of Railroad Equipment and Lease**

#### **Railroad Equipment**

108 Liquid Chlorine Tank Cars bearing the Reporting Marks of Units of Equipment HOKX 8358 – HOKX 8383, HOKX 8385 – HOKX 8389, HOKX 8391 – HOKX 8441 and HOKX 8443 – HOKX 8468

16 Liquid Caustic Soda Tank Cars bearing the Reporting Marks of Units of Equipment HOKX 8469 – HOKX 8472 and HOKX 8474 – HOKX 8485

63 Hydrochloric Acid Tank Cars bearing the Reporting Marks of Units of Equipment HOKX 8295 – HOKX 8357

#### **Lease**

Amended and Restated Equipment Lease Agreement effective as of November 1, 2001 between AVF II, L.L.C. and Occidental Chemical Corporation, a memorandum of which was recorded with the Surface Transportation Board on July 3, 2002 under Recordation Number 13220-N.